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URBAN A. LESTER

July 6, 2000

RECORDATION NO. 8152-C FILED

JUL 7 '00 11:40 AM

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated November 30, 1990, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Commission under Recordation Number 8152.

The name and address of the party to the enclosed document are:

Lessor/Seller: G.E. Capital Railcar Services Canada
421 7th Avenue SW
Calgary, Alberta
Canada T2P 4K9

[Buyer: SLX Canada]

A description of the railroad equipment covered by the enclosed document is:

298 Boxcars, 99 hopper cars and 33 gondola cars bearing CN
reporting marks and road numbers.

Mr. Vernon A. Williams
July 6, 2000
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

JUL 7 '00 11:40 AM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

GE Capital Railcar Services Canada, a division of General Electric Capital Canada Leasing Inc., as owner and as successor in interest to Lessor under that Lease Agreement (the "Lease"), dated as of December 1, 1975, between Canadian National Railway Company as Lessee and IAC Limited as Lessor (hereinafter called the "Seller"), for valuable consideration paid by SLX Canada Inc. (hereinafter called the "Buyer"), at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, sell, transfer and set over unto the Buyer, its successors and assigns, the property described in Schedule 1 attached hereto (the "Property").

TO HAVE AND TO HOLD the above described property unto the Buyer, its successors and assigns, for its and their own use and behalf, wherever.

And the Seller hereby warrants unto the Buyer, its successors and assigns that, as of the date hereof, the Seller has legal title to the Property and good and lawful right to dispose of said Property, for itself, its successors and assigns.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, security interests and other encumbrances of record by or in favor of any person claiming by, through or under the Seller other than such claims, liens, security interests and other encumbrances which are the responsibility of Canadian National Railway Company in its capacity as Lessee under the Lease.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS." THE SELLER MAKES NO OTHER REPRESENTATION OF WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 30TH day of November, 1990.

G.E. CAPITAL RAILCAR SERVICES CANADA
A DIVISION OF GENERAL ELECTRIC CAPITAL
CANADA LEASING INC.

By: 

Gordon W. Herman

Title: Vice President and General Manager

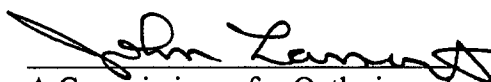
SCHEDULE A
EQUIPMENT SCHEDULE

<u>Quantity</u>	<u>Description</u>	<u>Serial Numbers (Inclusive)</u>
298	70 ton 50'6" Box Cars	CN 410100 to 410115 CN 410117 to 411123 CN 410125 to 410126 CN 410128 to 410135 CN 410137 to 410213 CN 410215 to 410220 CN 410222 to 410239 CN 410241 to 410249 CN 411424 CN 411741 to 411800 CN 411802 to 411804 CN 411806 to 411835 CN 411837 to 411875 CN 411877 to 411880 CN 411882 to 411899
99	100 ton covered Hopper Cars	CN 371600 to 371633 CN 371635 to 371669 CN 371671 to 371694 CN 371696 to 371701
4	Gondola Cars	CN 199290 to 199293
29	100-ton Gondola Cars	CN 137550 to 137551 CN 137553 to 137560 CN 137700 to 137701 CN 137703 CN 137807 to 137814 CN 137817 to 137820 CN 137823 CN 137825 to 137826 CN 188100

CANADA) TO ALL WHOM THESE PRESENTS
)
PROVINCE OF QUEBEC) MAY COME, BE SEEN OR KNOWN
)
JUDICIAL DISTRICT)
OF MONTREAL)

I, JOHN A.N. LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **BILL OF SALE dated on November 30, 1990 executed by G.E. Capital Railcar Services Canada a division of General Electric Capital Canada Leasing Inc. in favor of SLX Canada Inc.**, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 28th day of June, 2000.



A Commissioner for Oaths in and
for all judicial districts of the
Province of Quebec, Canada

My Commission expires: September 14, 2001

Seal:

JOHN LAMONT
Commissioner for Oaths
Commissaire à l'Assermentation
Province of Quebec
Expires September 14, 1995 2001